

This listing of claims will replace all prior versions, and listings, of claims in the application:

**LISTING OF CLAIMS:**

1. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is  $-NH-C(O)-NH-$ ,

A is a substituted moiety of up to 40 carbon atoms of the formula:  $-L-(M-L^1)_q$ , where L is substituted or unsubstituted phenyl ~~a 5 or 6 membered cyclic structure~~ bound directly to D,  $L^1$  is phenyl or a 5 to 6 membered hetaryl moiety, wherein said hetaryl moiety comprises heteroatoms consisting of nitrogen ~~comprises a substituted cyclic moiety having at least 5 members~~, M is oxygen ~~a bridging group having at least one atom~~, q is 1 ~~an integer of from 1-3; and each cyclic structure of L and  $L^1$  contains 0-4 members of the group consisting of nitrogen, oxygen and sulfur~~, and

B is a substituted or unsubstituted pyridyl group, a substituted or unsubstituted quinolinyl group or a substituted or unsubstituted isoquinolinyl group,

wherein  $L^1$  is substituted by at least one substituent selected from the group consisting of  $-SO_2R_x$ ,  $-C(O)R_x$  and  $-C(NR_y)R_z$ ,

$R_y$  is hydrogen or a carbon based moiety of up to 24 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally halosubstituted, up to per halo,

R<sub>z</sub> is hydrogen or a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen or hydroxy;

R<sub>x</sub> is R<sub>z</sub> or NR<sub>a</sub>R<sub>b</sub> where R<sub>a</sub> and R<sub>b</sub> are

a) independently hydrogen,

a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen or hydroxy, or

~~-OSi(R<sub>f</sub>)<sub>3</sub> where R<sub>f</sub> is hydrogen or a carbon based moiety of up to 24 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen, hydroxy or both; or~~

~~b) R<sub>a</sub> and R<sub>b</sub> together form a 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O, or a substituted 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O substituted by halogen, hydroxy or carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen; or~~

~~e) one of R<sub>a</sub> or R<sub>b</sub> is C(O), a C<sub>4</sub>-C<sub>5</sub> divalent alkylene group or a substituted C<sub>4</sub>-C<sub>5</sub> divalent alkylene group bound to the moiety L to form a cyclic structure with at least 5 members, wherein the substituents of the substituted C<sub>4</sub>-C<sub>5</sub> divalent alkylene group are selected from the group consisting of halogen, hydroxy, and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen;~~

where B is substituted, L is substituted or L<sup>1</sup> is additionally substituted, the substituents are selected from the group consisting of halogen, up to per-halo, and W<sub>n</sub>, where n is 0-3;

wherein each W is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -C(O)-R<sup>7</sup>, -NO<sub>2</sub>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, -Q-Ar, and carbon based moieties of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NO<sub>2</sub>, -NR<sup>7</sup>C(O)R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup> and halogen up to per-halo; with each R<sup>7</sup> independently selected from H or a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen,

wherein Q is a single bond -O-, -S-, -N(R<sup>7</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>- , -C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>7</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>- CHX<sup>a</sup>-, -CX<sup>a</sup><sub>2</sub>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and or -N(R<sup>7</sup>)(CH<sub>2</sub>)<sub>m</sub>-, wherein m=1-3, and X<sup>a</sup> is halogen; and

Ar is a 5- or 6-member aromatic structure containing 0-2 members selected from the group consisting of nitrogen, oxygen and sulfur, which is optionally substituted by halogen, up to per-halo, and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -NO<sub>2</sub>, -OR<sup>7</sup>, -SR<sup>7</sup> -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, and a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by one or more substituents selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -COR<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NO<sub>2</sub>, -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, and -NR<sup>7</sup>C(O)OR<sup>7</sup>, with R<sup>7</sup> independently selected from H or a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen.

2. (Currently amended) A compound as in claim 1 wherein:

R<sub>y</sub> is hydrogen, C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl having 0-3 heteroatoms, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkenoyl, C<sub>6-12</sub> aryl, C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N, S and O, C<sub>7-24</sub> aralkyl, C<sub>7-24</sub> alkaryl, substituted C<sub>1-10</sub> alkyl, substituted C<sub>1-10</sub> alkyl, substituted C<sub>1-10</sub> alkoxy, substituted C<sub>3-10</sub> cycloalkyl having 0-3 heteroatoms selected from N, S and O, substituted C<sub>6-C<sub>14</sub></sub> aryl, substituted C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N, S and O, substituted C<sub>7-24</sub> alkaryl or substituted C<sub>7-C<sub>24</sub></sub> aralkyl, where R<sub>y</sub> is a substituted group, it is substituted by halogen up to per halo,

R<sub>z</sub> is hydrogen, C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl having 0-3 heteroatom, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkenoyl, C<sub>6-12</sub> aryl, C<sub>3-C<sub>12</sub></sub> hetaryl having 1-3 heteroatoms selected from S, N and O, C<sub>7-24</sub> alkaryl, C<sub>7-24</sub> aralkyl, substituted C<sub>1-10</sub> alkyl, substituted C<sub>1-10</sub> alkoxy, substituted C<sub>6-C<sub>14</sub></sub> aryl, substituted C<sub>3-C<sub>10</sub></sub> cycloalkyl having 0-3 heteroatoms selected from S, N and O, substituted C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from S, N and O, substituted C<sub>7-24</sub> alkaryl or substituted C<sub>7-C<sub>24</sub></sub> aralkyl where R<sub>z</sub> is a substituted group, it is substituted by halogen up to per halo, hydroxy, C<sub>1-10</sub> alkyl, C<sub>3-12</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N, S and O, C<sub>1-10</sub> alkoxy, C<sub>6-12</sub> aryl, C<sub>1-6</sub> halo substituted alkyl up to per halo alkyl, C<sub>6-C<sub>12</sub></sub> halo substituted aryl up to per halo aryl, C<sub>3-C<sub>12</sub></sub> halo substituted cycloalkyl up to per halo cycloalkyl having 0-3 heteroatoms selected from N, S and O, halo substituted C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, halo substituted C<sub>7-C<sub>24</sub></sub> aralkyl up to per halo aralkyl, halo substituted C<sub>7-C<sub>24</sub></sub> alkaryl up to per halo alkaryl, and -C(O)R<sub>g</sub>,

R<sub>a</sub> and R<sub>b</sub> are,

- a) independently hydrogen,

a carbon based moiety selected from the group consisting of C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkenoyl, C<sub>6-12</sub> aryl, C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, C<sub>3-12</sub> cycloalkyl having 0-3 heteroatoms selected from N, S and O, C<sub>7-24</sub> aralkyl, C<sub>7-C<sub>24</sub></sub> alkaryl, substituted C<sub>1-10</sub> alkyl, substituted C<sub>1-10</sub> alkoxy, substituted C<sub>3-10</sub> cycloalkyl, having 0-3 heteroatoms selected from N, S and O, substituted C<sub>6-12</sub> aryl, substituted C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N[[.]], S and O, substituted C<sub>7-24</sub> aralkyl, substituted C<sub>7-24</sub> alkaryl, where R<sub>a</sub> and R<sub>b</sub> are a substituted group, they are substituted by halogen up to per halo, hydroxy, C<sub>1-10</sub> alkyl, C<sub>3-12</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N, S and O, C<sub>1-10</sub> alkoxy, C<sub>6-12</sub> aryl, C<sub>1-6</sub> halo substituted alkyl up to per halo alkyl, C<sub>6-C<sub>12</sub></sub> halo substituted aryl up to per halo aryl, C<sub>3-C<sub>12</sub></sub> halo substituted cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C<sub>3-C<sub>12</sub></sub> hetaryl up to per halo hetaryl, halo substituted C<sub>7-C<sub>24</sub></sub> aralkyl up to per halo aralkyl, halo substituted C<sub>7-C<sub>24</sub></sub> alkaryl up to per halo alkaryl, or -C(O)R<sub>g</sub>; or

~~-OSi(R<sub>f</sub>)<sub>3</sub> where R<sub>f</sub> is hydrogen, C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkoxy, C<sub>3-C<sub>10</sub></sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>6-12</sub> aryl, C<sub>3-C<sub>12</sub></sub> hetaryl having 1-3 heteroatoms selected from O, S and N, C<sub>7-24</sub> aralkyl, substituted C<sub>1-10</sub> alkyl, substituted C<sub>1-C<sub>10</sub></sub> alkoxy, substituted C<sub>3-C<sub>12</sub></sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, substituted C<sub>3-C<sub>12</sub></sub> hetaryl having 1-3 heteroatoms selected from O, S and N, substituted C<sub>6-12</sub> aryl, and substituted C<sub>7-24</sub> alkaryl, where R<sub>f</sub> is a substituted group it is substituted halogen up to per halo, hydroxy, C<sub>1-10</sub> alkyl, C<sub>3-12</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N, S and O, C<sub>1-10</sub> alkoxy, C<sub>6-12</sub> aryl, C<sub>7-C<sub>24</sub></sub> alkaryl, C<sub>7-C<sub>24</sub></sub> aralkyl, C<sub>1-6</sub> halo substituted alkyl up to per halo alkyl, C<sub>6-C<sub>12</sub></sub> halo substituted aryl up to per halo aryl, C<sub>3-C<sub>12</sub></sub> halo substituted cycloalkyl~~

having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C<sub>3</sub>-C<sub>12</sub> hetaryl up to per halo hetaryl, halo substituted C<sub>7</sub>-C<sub>24</sub> aralkyl up to per halo aralkyl, halo substituted C<sub>7</sub>-C<sub>24</sub> alkaryl up to per halo alkaryl, or C(O)R<sub>g</sub>;

or

b) R<sub>a</sub> and R<sub>b</sub> together from a 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O, or a substituted 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O with substituents selected from the group consisting of halogen up to per halo, hydroxy, C<sub>1-10</sub> alkyl, C<sub>3-12</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N, S and O, C<sub>1-10</sub> alkoxy, C<sub>6-12</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>7</sub>-C<sub>24</sub> aralkyl, halo substituted C<sub>1-6</sub> alkyl up to per halo alkyl, halo substituted C<sub>6</sub>-C<sub>12</sub> aryl up to per halo aryl, halo substituted C<sub>3</sub>-C<sub>12</sub> cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C<sub>3</sub>-C<sub>12</sub> hetaryl up to per halo hetaryl, halo substituted C<sub>7</sub>-C<sub>12</sub> aralkyl up to per halo aralkyl, halo substituted C<sub>7</sub>-C<sub>24</sub> alkaryl up to per halo alkaryl, or C(O)R<sub>g</sub>;

or

c) one of R<sub>a</sub> or R<sub>b</sub> is C(O), a C<sub>1</sub>-C<sub>5</sub> divalent alkylene group or a substituted C<sub>1</sub>-C<sub>5</sub> divalent alkylene group bound to the moiety L to form a cyclic structure with at least 5 members,

wherein the substituents of the substituted C<sub>1</sub>-C<sub>5</sub> divalent alkylene group are selected from the group consisting of halogen, hydroxy, C<sub>1-10</sub> alkyl, C<sub>3-12</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N, S and O, C<sub>1-10</sub> alkoxy, C<sub>6-12</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>7</sub>-C<sub>24</sub> aralkyl, C<sub>1-6</sub> halo substituted alkyl up

to per halo alkyl, C<sub>6</sub>-C<sub>12</sub> halo substituted aryl up to per halo aryl, C<sub>3</sub>-C<sub>12</sub> halo substituted cycloalkyl having 0-3 heteroatoms selected from N, S and O, up to per halo cycloalkyl, halo substituted C<sub>3</sub>-C<sub>12</sub> hetaryl up to per halo heteraryl, halo substituted C<sub>7</sub>-C<sub>24</sub> aralkyl up to per halo aralkyl, halo substituted C<sub>7</sub>-C<sub>24</sub> alkaryl up to per halo alkaryl, and -C(O)R<sub>g</sub>,

where R<sub>g</sub> is C<sub>1-10</sub> alkyl; CN, CO<sub>2</sub>R<sub>d</sub>, OR<sub>d</sub>, SR<sub>d</sub>, NO<sub>2</sub>, C(O)R<sub>e</sub>, NR<sub>d</sub>R<sub>e</sub>, NR<sub>d</sub>C(O)OR<sub>e</sub> and NR<sub>d</sub>C(O)R<sub>e</sub>, and R<sub>d</sub> and R<sub>e</sub> are independently selected from the group consisting of hydrogen, C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, C<sub>6-12</sub> aryl, C<sub>3</sub>-C<sub>12</sub> hetaryl with 1-3 heteroatoms selected from O, N and S and C<sub>7</sub>-C<sub>24</sub> aralkyl, C<sub>7</sub>-C<sub>24</sub> alkaryl, up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per halo substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, up to per halo substituted C<sub>6</sub>-C<sub>14</sub> aryl, up to per halo substituted C<sub>3</sub>-C<sub>12</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, halo substituted C<sub>7</sub>-C<sub>24</sub> alkaryl up to per halo alkaryl, and up to per halo substituted C<sub>7</sub>-C<sub>24</sub> aralkyl,

W is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -C(O)-R<sup>7</sup>, -NO<sub>2</sub>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>1</sub>-C<sub>10</sub> alkenoyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>7</sub>-C<sub>24</sub> aralkyl, C<sub>3</sub>-C<sub>12</sub> heteraryl having 1-3 heteroatoms selected from O, N and S, C<sub>4</sub>-C<sub>23</sub> alkoheteraryl having 1-3 heteroatoms selected from O, N and S, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>1</sub>-C<sub>10</sub> alkoxy, substituted C<sub>2</sub>-C<sub>10</sub> alkenyl, substituted C<sub>1</sub>-C<sub>10</sub> alkenoyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, substituted C<sub>6</sub>-C<sub>12</sub> aryl, substituted C<sub>3</sub>-C<sub>12</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, substituted C<sub>7</sub>-C<sub>24</sub> aralkyl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl,

substituted C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl having 1-3 heteroatoms selected from O, N and S, and -Q-Ar;

each R<sup>7</sup> is independently selected from H, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>1</sub>-C<sub>10</sub> alkenoyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, C<sub>7</sub>-C<sub>14</sub> alkaryl, C<sub>7</sub>-C<sub>24</sub> aralkyl, C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl having 1-3 heteroatoms selected from O, N and S, up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl, up to per-halosubstituted C<sub>7</sub>-C<sub>24</sub> aralkyl, up to per-halosubstituted C<sub>7</sub>-C<sub>24</sub> alkaryl, and up to per-halosubstituted C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl; and

each Z is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -NO<sub>2</sub>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>1</sub>-C<sub>10</sub> alkenoyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>7</sub>-C<sub>24</sub> aralkyl, C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl having 1-3 heteroatoms selected from O, N and S, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>1</sub>-C<sub>10</sub> alkoxy, substituted C<sub>2</sub>-C<sub>10</sub> alkenyl, substituted C<sub>1</sub>-C<sub>10</sub> alkenoyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, substituted C<sub>6</sub>-C<sub>12</sub> aryl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl, substituted C<sub>7</sub>-C<sub>24</sub> aralkyl and substituted C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl having 1-3 heteroatoms selected from O, N and S; wherein if Z is a substituted group, the one or more substituents are selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -COR<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NO<sub>2</sub>, -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, and -NR<sup>7</sup>C(O)OR<sup>7</sup>.

3. (Currently Amended) A compound as in claim 1 wherein ~~L is phenyl M is -O-~~ and L' is phenyl or pyridinyl.
4. (Previously Presented) A compound as in claim 1 wherein the cyclic structures of B and L bound directly to D are substituted in the ortho position by Hydrogen.
5. (Previously Presented) A compound of claim 1 wherein B of Formula I is a substituted pyridyl, substituted quinolinyl or substituted isoquinolinyl group substituted 1 to 3 times by 1 or more substituents selected from the group consisting of -CN, halogen, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, -OH, up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkoxy or phenyl substituted by halogen up to per halo.
6. (canceled)
7. (canceled)
8. (canceled)
9. (Currently Amended) A compound of claim 1, wherein ~~said substituted cyclic moiety~~ L<sup>1</sup> is phenyl, pyridinyl or pyrimidinyl.
10. (Currently Amended) A compound of claim 7, wherein ~~said substituted cyclic moiety~~ L<sup>1</sup> is phenyl, pyridinyl or pyrimidinyl.
11. (canceled)

12. (Original) A compound of claim 1 wherein L<sup>1</sup> is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C<sub>1</sub>-C<sub>10</sub> alkyl, up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkyl, -CN, -OH, halogen, C<sub>1</sub>-C<sub>10</sub> alkoxy and up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkoxy.

13. (canceled)

14. (Original) A compound of claim 10 wherein L<sup>1</sup> is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C<sub>1</sub>-C<sub>10</sub> alkyl, up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkyl, -CN, -OH, halogen, C<sub>1</sub>-C<sub>10</sub> alkoxy and up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkoxy.

15. (Previously Presented) A compound of claim 1 wherein L<sup>1</sup> is substituted only by -C(O)R<sub>x</sub>.

16. (Currently Amended) A compound of claim 1 wherein L<sup>1</sup> is substituted by -C(O)R<sub>x</sub> or ~~-SO<sub>2</sub>R<sub>x</sub>~~, wherein R<sub>x</sub> is NR<sub>a</sub>R<sub>b</sub> and R<sub>a</sub> and R<sub>b</sub> are independently hydrogen or C<sub>1</sub> - C<sub>10</sub> alkyl.

17. (Currently Amended) A compound of claim 7 or 3 wherein L<sup>1</sup> is substituted by -C(O)R<sub>x</sub>, wherein R<sub>x</sub> is NR<sub>a</sub>R<sub>b</sub> and R<sub>a</sub> and R<sub>b</sub> are independently hydrogen or C<sub>1</sub> - C<sub>10</sub> alkyl .

18. (Previously Presented) A compound of claim 10 wherein L<sup>1</sup> is substituted by -C(O)R<sub>x</sub>, wherein R<sub>x</sub> is NR<sub>a</sub>R<sub>b</sub> and R<sub>a</sub> and R<sub>b</sub> are independently hydrogen or C<sub>1</sub> - C<sub>10</sub> alkyl .

19. (Canceled)

20. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is  $-\text{NH}-\text{C}(\text{O})-\text{NH}-$ ,

A is of the formula:  $-\text{L}-(\text{M}-\text{L}^1)_q$ , where L is a substituted or unsubstituted phenyl, ~~pyridinyl or pyrimidinyl moiety~~ bound directly to D,  $\text{L}^1$  comprises a substituted phenyl, pyridinyl or pyrimidinyl moiety, M is ~~oxygen a bridging group having at least one atom~~, q is 1 an integer of from 1-3; and

B is a substituted pyridyl, substituted quinolinyl, substituted isoquinolinyl, unsubstituted pyridyl, unsubstituted quinolinyl or unsubstituted isoquinolinyl group,

wherein  $\text{L}^1$  is substituted by  $-\text{C}(\text{O})\text{R}_x$ ,

~~R<sub>x</sub> is hydrogen or a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen, hydroxy and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen;~~

$\text{R}_x$  is  $\text{R}_z$  or  $\text{NR}_a\text{R}_b$  where  $\text{R}_a$  and  $\text{R}_b$  are

a) independently hydrogen,

a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen, hydroxy and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen, or

~~$-\text{OSi}(\text{R}_f)_3$  where  $\text{R}_f$  is hydrogen or a carbon based moiety of up to 24 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen or hydroxy; or~~

- b) ~~R<sub>a</sub> and R<sub>b</sub> together form a 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O, or a substituted 5-7 member heterocyclic structure of 1-3 heteroatoms selected from N, S and O substituted by halogen, hydroxy or carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen; or~~
- c) ~~one of R<sub>a</sub> or R<sub>b</sub> is C(O), a C<sub>4</sub>-C<sub>5</sub> divalent alkylene group or a substituted C<sub>4</sub>-C<sub>5</sub> divalent alkylene group bound to the moiety L to form a cyclic structure with at least 5 members, wherein the substituents of the substituted C<sub>4</sub>-C<sub>5</sub> divalent alkylene group are selected from the group consisting of halogen, hydroxy, and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen;~~

where B is substituted, L is substituted or L<sup>1</sup> is additionally substituted, the substituents are selected from the group consisting of halogen, up to per-halo, and W<sub>n</sub>, where n is 0-3;

wherein each W is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -C(O)-R<sup>7</sup>, -NO<sub>2</sub>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, -Q-AF, and carbon based moieties of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NO<sub>2</sub>, -NR<sup>7</sup>C(O)R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup> and halogen up to per-halo; with each R<sup>7</sup> independently selected from H or a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen;

wherein Q is O, S, N(R<sup>7</sup>), (CH<sub>2</sub>)<sub>m</sub>, C(O), CH(OH), (CH<sub>2</sub>)<sub>m</sub>O, (CH<sub>2</sub>)<sub>m</sub>S, (CH<sub>2</sub>)<sub>m</sub>N(R<sup>7</sup>), O(CH<sub>2</sub>)<sub>m</sub>CHX<sup>a</sup>, CX<sup>a</sup><sub>2</sub>, S(CH<sub>2</sub>)<sub>m</sub> and N(R<sup>7</sup>)(CH<sub>2</sub>)<sub>m</sub>, wherein m=1-3, and X<sup>a</sup> is halogen; and

Ar is a 5 or 6 member aromatic structure containing 0-2 members selected from the group consisting of nitrogen, oxygen and sulfur, which is optionally substituted by halogen, up to per halo, and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of CN, CO<sub>2</sub>R<sup>7</sup>, C(O)R<sup>7</sup>, C(O)NR<sup>7</sup>R<sup>7</sup>, NO<sub>2</sub>, OR<sup>7</sup>, SR<sup>7</sup>, NR<sup>7</sup>R<sup>7</sup>, NR<sup>7</sup>C(O)OR<sup>7</sup>, NR<sup>7</sup>C(O)R<sup>7</sup>, and a carbon based moiety of up to 24 carbon atoms, optionally containing heteroatoms selected from N, S and O and optionally substituted by one or more substituents are selected from the group consisting of CN, CO<sub>2</sub>R<sup>7</sup>, COR<sup>7</sup>, C(O)NR<sup>7</sup>R<sup>7</sup>, OR<sup>7</sup>, SR<sup>7</sup>, NO<sub>2</sub>, NR<sup>7</sup>R<sup>7</sup>, NR<sup>7</sup>C(O)R<sup>7</sup>, and NR<sup>7</sup>C(O)OR<sup>7</sup>, with R<sup>7</sup> as defined above; and

wherein M is one or more bridging groups selected from the group consisting of O, S, N(R<sup>7</sup>), (CH<sub>2</sub>)<sub>m</sub>, C(O), CH(OH), (CH<sub>2</sub>)<sub>m</sub>O, (CH<sub>2</sub>)<sub>m</sub>S, (CH<sub>2</sub>)<sub>m</sub>N(R<sup>7</sup>), O(CH<sub>2</sub>)<sub>m</sub>CHX<sup>a</sup>, CX<sup>a</sup><sub>2</sub>, S(CH<sub>2</sub>)<sub>m</sub> and N(R<sup>7</sup>)(CH<sub>2</sub>)<sub>m</sub>, wherein m=1-3, X<sup>a</sup> is halogen.

21. (Previously Presented) A compound as in claim 20 wherein the cyclic structures of B and L bound directly to D are substituted in the ortho position by Hydrogen.

22. (Original) A compound as in claim 20 wherein substituents for B and L and additional substituents for L<sup>1</sup>, are selected from the group consisting of C<sub>1</sub>-C<sub>10</sub> alkyl up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkyl, CN, OH, halogen, C<sub>1</sub>-C<sub>10</sub> alkoxy and up to per halo substituent C<sub>1</sub>-C<sub>10</sub> alkoxy.

23. (Canceled)

24. (Previously Presented) A compound of claim 20 wherein R<sub>x</sub> is NR<sub>a</sub>R<sub>b</sub> and R<sub>a</sub> and R<sub>b</sub> are independently hydrogen and a carbon based moiety of up to 30 carbon atoms optionally containing heteroatoms selected from N, S and O and optionally substituted by halogen, hydroxy and carbon based substituents of up to 24 carbon atoms, which optionally contain heteroatoms selected from N, S and O and are optionally substituted by halogen.

25. (Previously Presented) A compound of claim 1 which is a pharmaceutically acceptable salt of a compound of formula I selected from the group consisting of

- a) basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulphuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid; and
- b) acid salts of organic and inorganic bases containing cations selected from the group consisting of alkaline cations, alkaline earth cations, the ammonium cation, aliphatic substituted ammonium cations and aromatic substituted ammonium cations.

26. (Previously Presented) A compound of claim 20 which is pharmaceutically acceptable salt of a compound of formula I selected from the group consisting of

basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulphuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid; ~~and~~.

27. (Original) A pharmaceutical composition comprising a compound of claim 1 or a pharmaceutically acceptable salt of a compound of formula I, and a physiologically acceptable carrier.

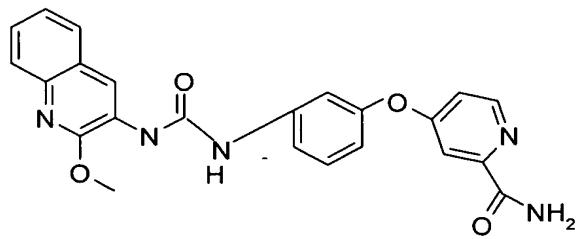
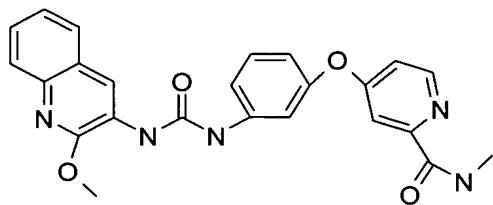
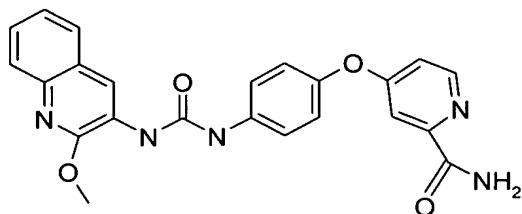
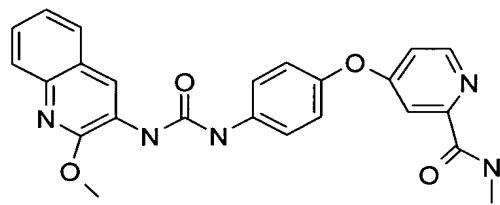
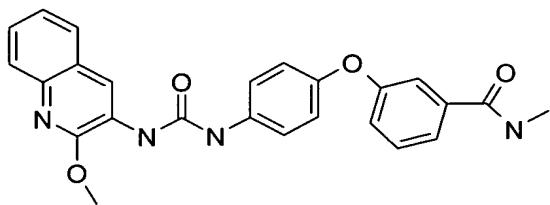
28. (Original) A pharmaceutically composition comprising a compound of claim 20 consistent with formula I or a pharmaceutically acceptable salt thereof, and a physiologically acceptable carrier.

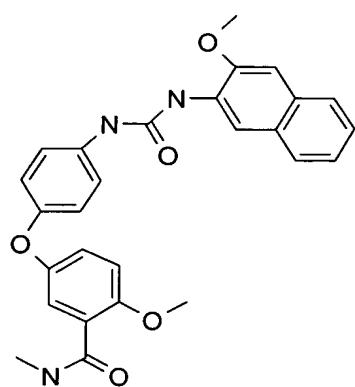
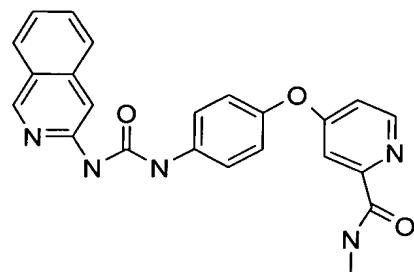
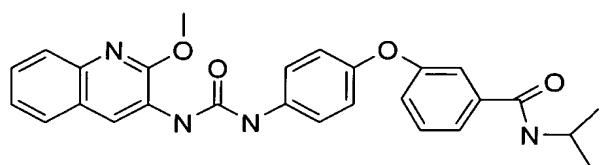
29. (Currently Amended) A method for the treatment of ~~a cancerous cell growth mediated by raf kinase, solid cancers~~ comprising administering to a host in need thereof an effective amount of a compound of Formula I of claim 1.

30. (Currently Amended) A method for the treatment of ~~a cancerous cell growth mediated by raf kinase, carcinomas, myeloid disorders or adenomas~~ comprising administering to a host in need thereof an effective amount of a compound of Formula I of claim 1 ~~20~~.

31.-33. (Canceled)

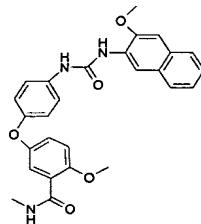
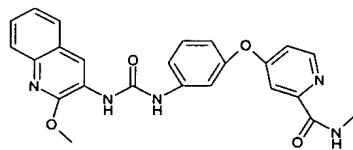
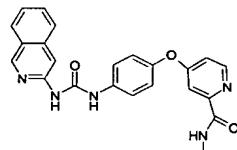
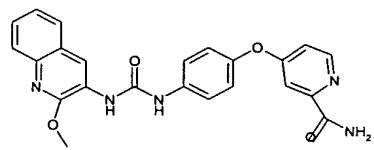
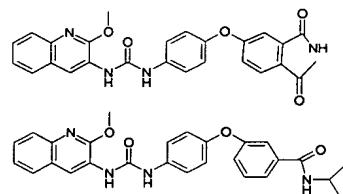
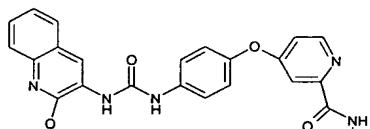
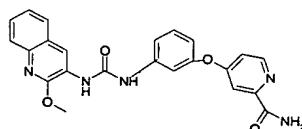
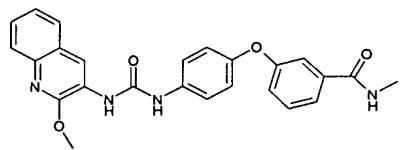
34. (Previously Presented) A compound selected from the group consisting of





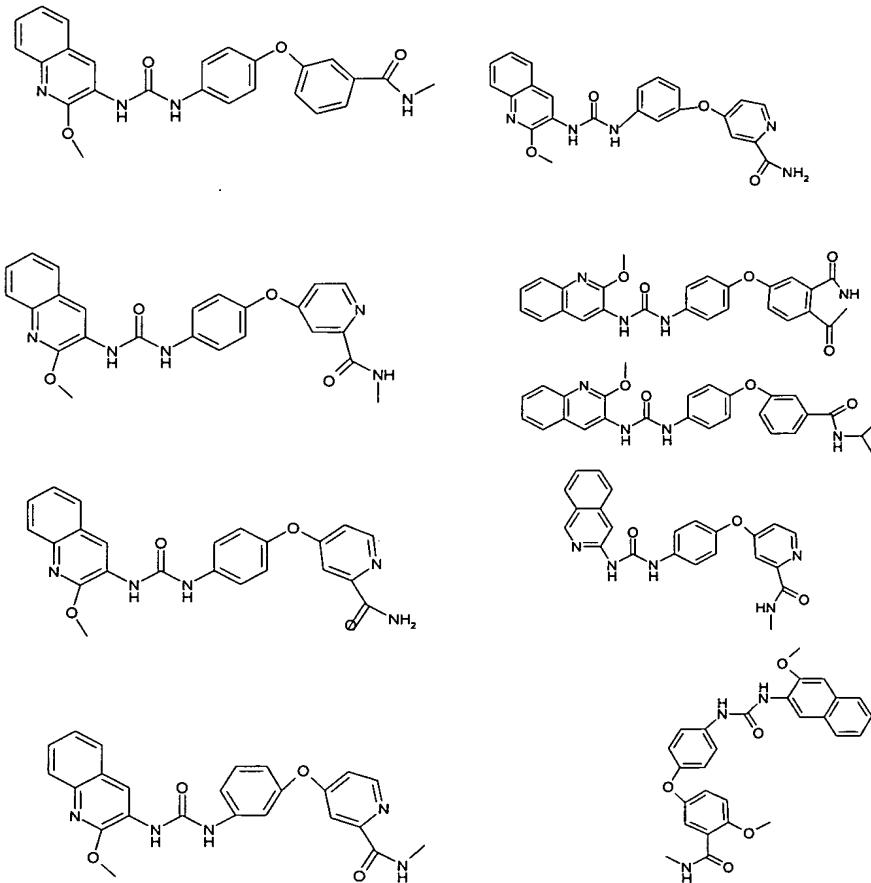
and pharmaceutically acceptable salts thereof.

35. (Previously Presented) A pharmaceutical composition comprising a compound selected from the group consisting of



and their pharmaceutically acceptable salts, and a physiologically acceptable carrier.

36. (Currently Amended) A method for the treatment of ~~a cancerous cell growth mediated by raf kinase, solid cancers~~, comprising administering to a host in need thereof an effective amount of a compound selected from the group consisting of



and pharmaceutically acceptable salts thereof.

37. (Currently Amended) A compound of Formula I:



or a pharmaceutically acceptable salt thereof, wherein

D is  $-\text{NH}-\text{C}(\text{O})-\text{NH}-$ ,

A is of the formula:  $-\text{L}-(\text{M}-\text{L}^1)_q$ , where L is phenyl bound directly to D,  $\text{L}^1$  is pyridinyl, M is oxygen and q is 1; and

B is a substituted or unsubstituted pyridyl, quinolinyl or isoquinolinyl group,

wherein  $\text{L}^1$  is substituted by  $-\text{C}(\text{O})\text{R}_x$ ,

R<sub>z</sub> is hydrogen C<sub>1-10</sub> alkyl, C<sub>1-10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl having 0-3 heteroatoms selected from N, O and S, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkenoyl, C<sub>6-12</sub> aryl, C<sub>3-C12</sub> hetaryl having 1-3 heteroatoms selected from S, N and O, C<sub>7-24</sub> alkaryl, C<sub>7-24</sub> aralkyl, substituted C<sub>1-10</sub> alkyl, substituted C<sub>1-10</sub> alkoxy, substituted C<sub>6-C14</sub> aryl, substituted C<sub>3-C10</sub> cycloalkyl, substituted C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from S, N and O, substituted C<sub>7-24</sub> alkaryl or substituted C<sub>7-C24</sub> aralkyl where R<sub>z</sub> is a substituted group, it is substituted by halogen up to per halo, hydroxy, or C<sub>1-10</sub> alkyl;

R<sub>x</sub> is R<sub>z</sub> or NR<sub>a</sub>R<sub>b</sub> where R<sub>a</sub> and R<sub>b</sub> are

a) independently hydrogen,

C<sub>1-C10</sub> alkyl, C<sub>1-C10</sub> alkoxy, C<sub>3-10</sub> cycloalkyl, C<sub>2-10</sub> alkenyl, C<sub>1-10</sub> alkenoyl, C<sub>6-12</sub> aryl, C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, C<sub>3-12</sub> cycloalkyl having 0-3 heteroatoms selected from N, S and O, C<sub>7-24</sub> aralkyl, C<sub>7-C24</sub> alkaryl, substituted C<sub>1-10</sub> alkyl, substituted C<sub>1-10</sub> alkoxy, substituted C<sub>3-10</sub> cycloalkyl, having 0-3 heteroatoms selected from N, S and O, substituted C<sub>6-12</sub> aryl, substituted C<sub>3-12</sub> hetaryl having 1-3 heteroatoms selected from N, S and O, substituted C<sub>7-24</sub> aralkyl, substituted C<sub>7-24</sub> alkaryl, where R<sub>a</sub> and R<sub>b</sub> are a substituted group, they are substituted by halogen up to per halo, hydroxy, C<sub>1-10</sub> alkyl; or

where B is substituted, L is substituted or L<sup>1</sup> is additionally substituted, the substituents are selected from the group consisting of halogen, up to per-halo, and Wn, where n is 0-3;

wherein each W is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -C(O)-R<sup>7</sup>, -NO<sub>2</sub>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, -Q-Ar, C<sub>1-C10</sub> alkyl, C<sub>1-C10</sub> alkoxy, C<sub>2-C10</sub> alkenyl, C<sub>1-C10</sub> alkenoyl, C<sub>3-C10</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>6-C14</sub> aryl, C<sub>7-C24</sub> alkaryl, C<sub>7-C24</sub> aralkyl, C<sub>3-C12</sub> heteroaryl having 1-3 heteroatoms selected from O, N and S, C<sub>4-C23</sub> alkoheteroaryl having 1-3

heteroatoms selected from O, N and S, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>1</sub>-C<sub>10</sub> alkoxy, substituted C<sub>2</sub>-C<sub>10</sub> alkenyl, substituted C<sub>1</sub>-C<sub>10</sub> alkenoyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, substituted C<sub>6</sub>-C<sub>12</sub> aryl, substituted C<sub>3</sub>-C<sub>12</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, substituted C<sub>7</sub>-C<sub>24</sub> aralkyl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl, and substituted C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl having 1-3 heteroatoms selected from O, N and S, optionally substituted by one or more substituents independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NO<sub>2</sub>, -NR<sup>7</sup>C(O)R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup> and halogen up to per-halo; with each R<sup>7</sup> independently selected from H or C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>2</sub>-C<sub>10</sub> alkenyl, C<sub>1</sub>-C<sub>10</sub> alkenoyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, S and N, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, C<sub>7</sub>-C<sub>14</sub> alkaryl, C<sub>7</sub>-C<sub>24</sub> aralkyl, C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl having 1-3 heteroatoms selected from O, N and S, up to per-halosubstituted C<sub>3</sub>-C<sub>13</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, up to per-halosubstituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per-halosubstituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, up to per-halosubstituted C<sub>6</sub>-C<sub>14</sub> aryl, up to per-halosubstituted C<sub>7</sub>-C<sub>24</sub> aralkyl, up to per-halosubstituted C<sub>7</sub>-C<sub>24</sub> alkaryl, and up to per-halosubstituted C<sub>4</sub>-C<sub>23</sub> alkoheteroaryl;

wherein Q is a single bond -O-, -S-, -N(R<sup>7</sup>)-, -(CH<sub>2</sub>)<sub>m</sub>-C(O)-, -CH(OH)-, -(CH<sub>2</sub>)<sub>m</sub>O-, -(CH<sub>2</sub>)<sub>m</sub>S-, -(CH<sub>2</sub>)<sub>m</sub>N(R<sup>7</sup>)-, -O(CH<sub>2</sub>)<sub>m</sub>-CHX<sup>a</sup>-, -CX<sup>a</sup>-, -S-(CH<sub>2</sub>)<sub>m</sub>- and -N(R<sup>7</sup>)(CH<sub>2</sub>)<sub>m</sub>-, wherein m=1-3, and X<sup>a</sup> is halogen; and

Ar is a 5 or 6 member aromatic structure containing 0-2 members selected from the group consisting of nitrogen, oxygen and sulfur, which is optionally substituted by halogen, up to per-halo, and optionally substituted by Z<sub>n1</sub>, wherein n1 is 0 to 3 and each Z is independently selected from the group consisting of -CN, -CO<sub>2</sub>R<sup>7</sup>, -C(O)R<sup>7</sup>, -C(O)NR<sup>7</sup>R<sup>7</sup>, -NO<sub>2</sub>, -OR<sup>7</sup>, -SR<sup>7</sup>, -NR<sup>7</sup>R<sup>7</sup>, -NR<sup>7</sup>C(O)OR<sup>7</sup>, -NR<sup>7</sup>C(O)R<sup>7</sup>, and C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, C<sub>2</sub>-

~~C<sub>4</sub>-C<sub>10</sub> alkenyl, C<sub>4</sub>-C<sub>10</sub> alkenoyl, C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, C<sub>6</sub>-C<sub>14</sub> aryl, C<sub>3</sub>-C<sub>13</sub> hetaryl having 1-3 heteroatoms selected from O, N and S, C<sub>7</sub>-C<sub>24</sub> alkaryl, C<sub>7</sub>-C<sub>24</sub> aralkyl, C<sub>4</sub>-C<sub>23</sub> alkheteroaryl having 1-3 heteroatoms selected from O, N and S, substituted C<sub>1</sub>-C<sub>10</sub> alkyl, substituted C<sub>1</sub>-C<sub>10</sub> alkoxy, substituted C<sub>2</sub>-C<sub>10</sub> alkenyl, substituted C<sub>1</sub>-C<sub>10</sub> alkenoyl, substituted C<sub>3</sub>-C<sub>10</sub> cycloalkyl having 0-3 heteroatoms selected from O, N and S, substituted C<sub>6</sub>-C<sub>12</sub> aryl, substituted C<sub>7</sub>-C<sub>24</sub> alkaryl, substituted C<sub>7</sub>-C<sub>24</sub> aralkyl and substituted C<sub>4</sub>-C<sub>23</sub> alkheteroaryl having 1-3 heteroatoms selected from O, N and S optionally substituted by one or more substituents selected from the group consisting of CN, CO<sub>2</sub>R<sup>7</sup>, COR<sup>7</sup>, C(O)NR<sup>7</sup>R<sup>7</sup>, OR<sup>7</sup>, SR<sup>7</sup>, NO<sub>2</sub>, NR<sup>7</sup>R<sup>7</sup>, NR<sup>7</sup>C(O)R<sup>7</sup>, and NR<sup>7</sup>C(O)OR<sup>7</sup>, with R<sup>7</sup> is defined above.~~

38. (Canceled)

39. (Previously Presented) A compound as in claim 37 wherein the cyclic structures of B and L bound directly to D are substituted in the ortho position by Hydrogen.

40. (Previously Presented) A compound of claim 37 wherein B of Formula I is a substituted pyridyl, substituted quinolinyl or isoquinolinyl group substituted 1 to 3 times by 1 or more substituents selected from the group consisting of -CN, halogen, C<sub>1</sub>-C<sub>10</sub> alkyl, C<sub>1</sub>-C<sub>10</sub> alkoxy, -OH, up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkyl, up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkoxy or phenyl substituted by halogen up to per halo.

41. (Canceled)

42. (Previously Presented) A compound of claim 37 wherein L<sup>1</sup> is additionally substituted 1 to 3 times by one or more substituents selected from the group consisting of C<sub>1</sub>-C<sub>10</sub> alkyl, up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkyl, -CN, -OH, halogen, C<sub>1</sub>-C<sub>10</sub> alkoxy and up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkoxy.

43.-44. (Canceled)

45. (Previously Presented) A compound as in claim 37 wherein substituents for B and L and additional substituents for L<sup>1</sup>, are selected from the group consisting of C<sub>1</sub>-C<sub>10</sub> alkyl up to per halo substituted C<sub>1</sub>-C<sub>10</sub> alkyl, CN, OH, halogen, C<sub>1</sub>-C<sub>10</sub> alkoxy and up to per halo substituent C<sub>1</sub>-C<sub>10</sub> alkoxy.

46. (Previously Presented) A compound of claim 37 which is a pharmaceutically acceptable salt of a compound of formula I selected from the group consisting of

- a) basic salts of organic acids and inorganic acids selected from the group consisting of hydrochloric acid, hydrobromic acid, sulfuric acid, phosphoric acid, methanesulfonic acid, trifluorosulfonic acid, benzenesulfonic acid, p-toluene sulfonic acid (tosylate salt), 1-naphthalene sulfonic acid, 2-naphthalene sulfonic acid, acetic acid, trifluoroacetic acid, malic acid, tartaric acid, citric acid, lactic acid, oxalic acid, succinic acid, fumaric acid, maleic acid, benzoic acid, salicylic acid, phenylacetic acid, and mandelic acid; and
- b) acid salts of organic and inorganic bases containing cations selected from the group consisting of alkaline cations, alkaline earth cations, the

ammonium cation, aliphatic substituted ammonium cations and aromatic substituted ammonium cations.

47. (Previously Presented) A pharmaceutical composition comprising a compound of claim 37 or a pharmaceutically acceptable salt of a compound of formula I, and a physiologically acceptable carrier.

48. (Currently Amended) A method for the treatment of ~~a cancerous cell growth mediated by raf kinase solid cancers~~, comprising administering to a host in need thereof an effective amount of a compound of Formula I of claim 37.

49. (Previously Presented ) A compound as in claim 37 wherein R<sub>x</sub> is NR<sub>a</sub>R<sub>b</sub> and R<sub>a</sub> and R<sub>b</sub> are independently selected from hydrogen and C<sub>1</sub> - C<sub>10</sub> alkyl.